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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Crunch Naples, Inc.**

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**ARTICLES OF INCORPORATION OF  
CRUNCH NAPLES, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be: **CRUNCH NAPLES, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be **2720 BROADWAY CENTER BOULEVARD, BRANDON, FLORIDA 33510.**

**ARTICLE III**

**Purpose and Duration**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. The existence of this corporation shall begin on the date these Articles of Incorporation are filed and shall have perpetual existence.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock, which shall be designated Common Shares.

**ARTICLE V**

**Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at **2720 BROADWAY CENTER BOULEVARD, BRANDON, FLORIDA 33510**, and the initial registered agent of this corporation at such office shall be **JEFF DOTSON**. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by Florida law.

**ARTICLE VI**

**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation is **Joseph Rugg, Akerman Senterfitt, 401 East Jackson Street, Suite 1700, Tampa, Florida 33602.**

**ARTICLE VII**

**Directors and Officers**

This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that this corporation shall always

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have at least one director. The shareholders of this corporation may remove any director from office at any time with or without cause. The names and addresses of the initial directors and the initial officers of this corporation, each of whom shall serve until his successor is duly elected and qualified, shall be as follows:

Vince Julien	Director and President	2720 Broadway Center Boulevard Brandon, Florida 33510
Jeff Dotson	Director, Vice President, and Treasurer	2720 Broadway Center Boulevard Brandon, Florida 33510
Robert L. Karshner	Director, Vice President, and Secretary	2720 Broadway Center Boulevard Brandon, Florida 33510

#### ARTICLE VIII

##### By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

#### ARTICLE IX

##### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 21<sup>st</sup> day of March, 2011.



Joseph Rugg, Incorporator

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for CRUNCH NAPLES, INC., the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 21<sup>st</sup> day of March, 2011.

  
JEFF BOTSON